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*Counsel for the Official Committee of Equity Security Holders of
 USA Capital First Trust Deed Fund, LLC*

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:) BK-S-06-10725-LBR
USA COMMERCIAL MORTGAGE COMPANY) Chapter 11
Debtor)
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In re:) BK-S-06-10726-LBR
USA CAPITAL REALTY ADVISORS, LLC,) Chapter 11
Debtor)
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In re:) BK-S-06-10727-LBR
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,) Chapter 11
Debtor)
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In re:) BK-S-06-10728-LBR
USA CAPITAL FIRST TRUST DEED FUND, LLC,) Chapter 11
Debtor.)
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In re:) BK-S-06-10729-LBR
USA SECURITIES, LLC,) Chapter 11
Debtor.)
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Affects) Original Date:
<input type="checkbox"/> All Debtors) DATE: March 27, 2007
<input type="checkbox"/> USA Commercial Mortgage Co.) TIME: 9:30 a.m.
<input type="checkbox"/> USA Securities, LLC)
<input type="checkbox"/> USA Capital Realty Advisors, LLC)
<input type="checkbox"/> USA Capital Diversified Trust Deed) New Date:
<input checked="" type="checkbox"/> USA First Trust Deed Fund, LLC) DATE: April 26, 2007
) TIME: 9:30 a.m.

**STIPULATION RE MOTION BY THE OFFICIAL COMMITTEE OF EQUITY
SECURITY HOLDERS OF USA CAPITAL FIRST TRUST DEED FUND LLC TO
ESTIMATE AN ADEQUATE RESERVE FOR UNLIQUIDATED AND DISPUTED
CLAIMS IN ORDER TO PERMIT FURTHER DISTRIBUTIONS TO FTDF
MEMBERS (KANTOR)**

The undersigned, the Official Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC (the "FTDF Committee"), by and through their counsel, Candace C. Carlyon, Esq., of the law firm of Shea & Carlyon, Ltd.; and claimants, Kantor Nephrology Consultants, Ltd. 401(k) PSP, Dr. Gary Kantor and Lynn M. Kantor (collectively the "Kantor Claimants"), by and through their counsel, Michael M. Schmahl, Esq. of the law firm of McGuireWoods LLP, hereby stipulate as follows:

1. Kantor Nephrology Consultants, Ltd. 401(k) PSP ("KNC") has filed an unliquidated, unsecured claim (claim no. 123) in the FTDF bankruptcy.

2. Dr. Gary Kantor ("Dr. Kantor") has filed an unliquidated, unsecured claim (claim no. 124) in the FTDF bankruptcy.

3. Lynn M. Kantor (collectively with KNC and Dr. Kantor, the "Kantors") has filed an unliquidated, unsecured claim (claim no. 125) in the FTDF bankruptcy (collectively, with claim nos. 123 and 124, the "Kantor Claims").

4. On December 26, 2006, the FTDF Committee filed its "Omnibus Objection of the Official Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC to Claims Superseded by Compromise Contained in Debtors' Third Amended Joint Chapter 11 Plan of Reorganization (as Modified)" (the "Objection") [DE #2295], objecting to the Kantor claims, among others.

5. Although the Objection was originally noticed for hearing on January 31, 2007

1 at 9:30 a.m., the hearing on the Objection as to the Kantors was ultimately continued to April
2 26, 2007 at 9:30 a.m.

3 6. On February 2, 2007, the FTDF Committee filed its "Motion by the Official
4 Committee of Equity Security Holders of USA Capital First Trust Deed Fund LLC to
5 Estimate an Adequate Reserve for Unliquidated and Disputed Claims in Order to Permit
6 Further Distributions to FTDF Members" (the "Reserve Motion") [DE #2668], in which the
7 FTDF Committee requested that the Court set a reserve for unliquidated claims, including the
8 Kantor Claims, in order to permit the Debtor to make distributions to all equity holders of
9 FTDF.
10

11 7. The FTDF Committee has informed the Kantors that FTDF has received a
12 substantial amount in proceeds from the sale of its assets to Compass Partners, LLC, (the
13 "Sale Proceeds") which closed on February 16, 2007.
14

15 8. The Debtors have advised that the Sale Proceeds are not expected to be
16 distributed until after the hearing on the FTDF Committee's Objection, such that there is no
17 danger of the Kantor Claims being left without an adequate reserve.
18

19 WHEREFORE IT IS HEREBY AGREED THAT:

20 A. The hearing on the FTDF Committee's Reserve Motion as it relates to the
21 Kantor Claims shall be continued to the April 26, 2007 Omnibus Hearing Date, at 9:30 a.m.;

22 B. In the event that the Court either allows the Kantor Claims or further continues
23 the hearing on the FTDF Committee's Objection, the Court will then consider the amount of
24

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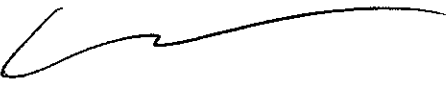
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1 an appropriate and adequate reserve to be set for the Kantor Claims in order to permit a
2 distribution of the Sale Proceeds to be made to the equity holders of FTDF.
3

4 SUBMITTED BY:

5 SHEA & CARLYON, LTD.
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APPROVED BY:

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